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Counsel for Province, Inc.,
Plan Administrator

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	CASE NO 18-33678
	§	
TACO BUENO RESTAURANTS,	§	Chapter 11
INC., et al.,	§	
	§	(Jointly Administered)
Debtors.¹	§	
	§	

**PLAN ADMINISTRATOR'S MOTION TO APPROVE
CLAIMS REPORT AND RELATED DISTRIBUTIONS**

**NO HEARING WILL BE CONDUCTED ON THIS MOTION
UNLESS A WRITTEN RESPONSE IS FILED WITH THE
CLERK OF THE UNITED STATES BANKRUPTCY COURT
AT 1100 COMMERCE STREET, DALLAS, TEXAS 75201
PRIOR TO THE CLOSE OF BUSINESS ON DECEMBER 9,
2019, WHICH IS 21 DAYS FROM THE DATE OF SERVICE
HEREOF.**

**ANY RESPONSE MUST BE IN WRITING AND FILED
WITH THE CLERK AND A COPY MUST BE SERVED
UPON COUNSEL FOR THE PLAN ADMINISTRATOR
PRIOR TO THE DATE SET FORTH HEREIN. IF A**

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158).

RESPONSE IS FILED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE RESPONDING PARTY.

IF NO HEARING ON THIS MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED HEREIN SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING SUCH RELIEF.

**TO THE HONORABLE JUDGE STACEY G.C. JERNIGAN,
UNITED STATES BANKRUPTCY JUDGE:**

Province, Inc., in its capacity as Plan Administrator (the “**Plan Administrator**”), moves for the entry of an order approving and authorizing distributions to creditors based on its final claims reconciliation report attached hereto as Exhibit “A” (the “**Claims Report**”). In support of the relief requested, the Plan Administrator would show as follows:

SUMMARY

1. The Plan Administrator is responsible for reconciling and resolving claims held by creditors that timely elected to participate in distributions from the “GUC Cash Pool”, and for making distributions from the GUC Cash Pool on account of the allowed amounts of those claims (as further defined below, the “**Opt-In Claims**”). The Plan Administrator has completed the claims reconciliation and resolution process. In an abundance of caution, the Plan Administrator seeks (a) approval of the Claims Report, which reflects (among other things) the Plan Administrator’s determination of the correct allowed amounts of all Opt-In Claims, and (b) authority to make distributions from the GUC Cash Pool in accordance with the Claims Report.

JURISDICTION

2. This Court has jurisdiction over this Objection pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 105(a) and 502 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

BACKGROUND

4. On November 8, 2018, Taco Bueno Restaurants, Inc., and its affiliates (collectively, the “**Debtors**”) filed for voluntarily relief under Chapter 11, thereby initiating the above-styled and numbered jointly administered Chapter 11 bankruptcy cases before this Court (collectively, the “**Bankruptcy Cases**”).

5. On December 18, 2018, the Debtors filed their *Amended Joint Prepackaged Chapter 11 Plan of Reorganization* [Doc 219] (as supplemented by subsequent filings, the “**Plan**”).²

6. On December 20, 2018, this Court entered its *Findings of Fact, Conclusions of Law, and Order (I) Approving the Debtors’ Disclosure Statement and (II) Confirming the Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [Doc 242] (the “**Confirmation Order**”), confirming the Plan. (The Plan, as modified and confirmed, is referred to as the “**Confirmed Plan**”).

7. The Confirmed Plan provides, among other things, as follows:

a. No later than two (2) business days prior to the Effective Date, the Debtors shall fund the sum of \$900,000.00 to establish the GUC Cash Pool.³

b. To participate in distributions from the GUC Cash Pool, holders of Allowed General Unsecured Claims are required to affirmatively agree to certain releases as provided in the Opt-In Procedures.⁴

² Capitalized terms used but not otherwise defined herein shall have the same meaning ascribed to these terms in the Plan.

³ See Plan at Art. IV.O.

c. Upon the Effective Date, a Plan Administrator shall be engaged to undertake various responsibilities, including reconciling General Unsecured Claims, objecting to Disputed Claims, and making distributions on account of Allowed General Unsecured Claims from the GUC Cash Pool.⁵

d. The Plan Administrator shall be selected by the Committee, in consultation with the Debtors and Taco Bueno.⁶

8. The Confirmation Order further provides that “[t]he Plan Administrator shall have all the rights and powers to implement the provisions of the Plan pertaining to the Plan Administrator.”⁷

9. The Committee, in consultation with the Debtors and Taco Bueno, selected Province, Inc., to serve as Plan Administrator.

10. The Effective Date for the Confirmed Plan occurred on December 31, 2018. Accordingly, Province, Inc. became Plan Administrator on that date.⁸

11. Under the Opt-In Procedures, February 14, 2019 (the “**Opt-In Deadline**”) was established as the deadline for any General Unsecured Creditor to submit an Opt-In Form and, if not already filed or if not scheduled as an Allowed Claim, a Proof of Claim Form.⁹

⁴ See *id.*

⁵ See *Plan* at Art. IV.P, Art. VI.B.1.(d).

⁶ See *Plan* at Art. I.A.77.

⁷ *Confirmation Order* at 62, ¶ 134.

⁸ See *Notice of (I) Entry of Order Confirming the Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization and (II) Occurrence of Effective Date* [Doc 264], filed on January 2, 2019.

⁹ See *Notice of Deadline to Opt-In to Global Settlement*, attached as Ex. B to *Affidavit of Service* [Doc 276], filed on January 10, 2019.

12. Based on the records provided to the Plan Administrator, the holders of approximately 86 Claims submitted Opt-In Forms by the Opt-In Deadline (the “**Opt-In Claims**”), thereby electing to have those Claims receive distributions from the GUC Cash Pool.

13. The Plan Administrator filed two separate omnibus claim objections in this case, disputing a total of 59 Opt-In Claims either in whole or in part. As a result of those objections, the Plan Administrator has obtained the reduction or disallowance of 58 disputed Opt-In Claims, reducing the total amount of Opt-In Claims from \$17,927,359.17 to \$5,857,018.53, or by \$12,070,340.60.¹⁰ Based on current GUC Cash Pool reserves and anticipated further expenses, the Plan Administrator believes that distributions on account of Allowed Opt-In Claims will be in the range of 11.9% to 12.4% (approximately double the amount originally estimated).

14. The Claims Report, attached hereto as Exhibit A, details (among other things) the original and final amounts of all Opt-In Claims (including undisputed Opt-In Claims).

BASIS FOR RELIEF

15. Section 105(a) of the Bankruptcy Code provides, in pertinent part, that a bankruptcy court may “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions [of the Bankruptcy Code].” 11 U.S.C. § 105(a).

16. Although the Confirmed Plan does not expressly provide that the Plan Administrator must file a final report or seek approval of the Court to make distributions from the GUC Cash Pool, the Plan Administrator believes it prudent and consistent with general bankruptcy policy to do so. In particular, the relief sought by the Plan Administrator is similar to the requirement that Chapter 7

¹⁰ See *Plan Administrator's First Omnibus Claim Objection* [Doc. 371]; *Plan Administrator's Second Omnibus Claim Objection* [Doc 384]; *Amended Order Granting Plan Administrator's First Omnibus Objection to Claims* [Doc 398]; *Order Granting Plan Administrator's Second Omnibus Objection to Claims* [Doc 404]; *Agreed Order on Plan Administrator's Second Omnibus Objection to Claims - Tutt Corners* [Doc 407]; and *Agreed Order on Plan Administrator's Second Omnibus Objection to Claims - PepsiCo* [Doc 408].

trustees file final reports prior to making distributions on account of allowed claims. *See* Bankruptcy Rule 2002(f)(8), Official Bankruptcy Form B 2700.

NOTICE

17. Notice of this Motion has been given to (i) the U.S. Trustee; (ii) all parties requesting notices in these cases pursuant to Bankruptcy Rule 2002, and (iii) the holders of all Opt-In Claims.

REQUEST FOR RELIEF

Accordingly, for the forgoing reasons, Province, Inc., in its capacity as Plan Administrator, requests that the Court enter the attached form of order approving the Claims Report and authorizing the Plan Administrator to make distributions from the GUC Cash Pool in accordance with that report, and that it grant the Plan Administrator any and all other relief to which it may be entitled.

Dated: November 18, 2019

Respectfully submitted,

/s/ Mark H. Ralston

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**COUNSEL FOR PROVINCE, INC.,
PLAN ADMINISTRATOR**

CERTIFICATE OF SERVICE

I hereby certify that on this, the 18th day of November, 2019, a true and correct copy of the foregoing document was served through the ECF filing system on counsel for the Debtors, and all parties who have entered their appearance electronically or which are otherwise receiving notice in this Bankruptcy Case through the Bankruptcy Court's ECF system or through the Debtors' noticing agent, Prime Clerk, LLC, and by First Class U.S. Mail on the parties listed on the attached service list.

/s/ Mark Ralston
Mark Ralston

Taco Bueno Restaurants, Inc.

Case # 18-33678

Schedule Number	Claim Number	Name	Asserted General Unsecured Claim Amount	MODIFIED General Unsecured Claim Amount	Objection Name
	134	13546 South Blackbob, LLC	\$137,984.04	\$137,984.04	No Objection
855090		2H REFRIGERATION	\$8,323.00	\$0.00	Second Omnibus Objection Docket Order 404
	97	2-H Refrigeration	\$21,810.00	\$21,810.00	No Objection
855094		A&A ACTIVE BACKFLOW LLC	\$1,870.85	\$1,870.85	No Objection
855096		A-1 LOCKSMITH	\$9,027.28	\$9,027.28	No Objection
855123		AIR GAS USA	\$187.62	\$0.00	Second Omnibus Objection Docket Order 404
	159	Airgas USA, LLC	\$187.62	\$187.62	No Objection
	116	Alta Loma Productions LLC	\$130,144.33	\$130,144.33	No Objection
	214	ARC CAFEHLD001, LLC	\$42,231.24	\$0.00	First Omnibus Objection Docket Order 394
	123	ARC CAFEHLD001, LLC	\$170,111.41	\$0.00	First Omnibus Objection Docket Order 394
	122	ARC CAFEHLD001, LLC	\$170,111.41	\$170,111.41	No Objection
	211	ARC CAFEHLD001, LLC	\$42,231.24	\$42,231.24	No Objection
855145		AUTOMATIC FIRE CONTROL INC	\$5,202.18	\$0.00	Second Omnibus Objection Docket Order 404
	92	AUTOMATIC FIRE CONTROL, INC.	\$5,880.45	\$5,880.45	No Objection
855147	212	BIG COUNT REFRIGERATION SERV.	\$9,374.30	\$9,374.30	No Objection
	188	Bimbo Bakeries USA	\$828.20	\$0.00	First Omnibus Objection Docket Order 394
	232	Binswanger Enterprises, LLC d/b/a Binswanger Glass	\$15,017.30	\$15,017.30	No Objection
	106	Binswanger Enterprises, LLC d/b/a Binswanger Glass	\$16,319.11	\$0.00	First Omnibus Objection Docket Order 394
855149		BINSWANGER GLASS	\$8,694.92	\$0.00	Second Omnibus Objection Docket Order 404
	42	CAMO CONTRACTING	\$37,488.22	\$37,488.22	No Objection
855160		CAMO CONTRACTING	\$15,990.38	\$0.00	Second Omnibus Objection Docket Order 404
854655	157	CARTER COUNTY TREASURER			Second Omnibus Objection Docket Order 404
855162	169	CARY SERVICES	\$2,446.90	\$2,446.90	No Objection
	111	CENTERPOINT ENERGY	\$1,407.67	\$1,407.67	No Objection
854663		CENTERPOINT ENERGY	\$638.74	\$0.00	Second Omnibus Objection Docket Order 404
	113	Chisholm Trail Development, LLC	\$20,528.89	\$20,528.89	No Objection
854669	241	Chymiak Investments KS, LLC	\$6,418.50	\$6,418.50	No Objection
	223	CITY OF AMARILLO	\$498.05	\$498.05	No Objection
854674		CITY OF AMARILLO	\$597.04	\$0.00	Second Omnibus Objection Docket Order 404
854677		CITY OF BROWNWOOD	\$951.28	\$0.00	Second Omnibus Objection Docket Order 404
	109	City of Brownwood, Texas	\$1,780.39	\$1,780.39	No Objection
854689	182	CITY OF MOORE	\$2,727.33	\$2,727.33	No Objection
	226	City of Tulsa	\$12,549.26	\$12,549.26	No Objection
854696		CITY OF TULSA UTILITIES SERVICES	\$4,142.91	\$0.00	Second Omnibus Objection Docket Order 404
854700	161	CITY OF YUKON UTILITY BILLING DEPT.	\$1,755.71	\$1,755.71	No Objection
	236	Coit/Legacy Limited Partnership	\$133,590.37	\$133,590.37	No Objection
855174		COMPLETE MAINTENANCE	\$5,210.23	\$5,210.23	No Objection
	52	Complete Maintenance Solutions DBA (Bret Wooten LLC)			Second Omnibus Objection Docket Order 404
	220	CoServ Electric	\$2,082.97	\$2,082.97	No Objection

	216	CoServ Electric	\$1,846.01	\$1,846.01	No Objection
	221	CoServ Electric	\$1,469.90	\$1,469.90	No Objection
	217	CoServ Gas	\$798.63	\$798.63	No Objection
855178		COSERV GAS	\$524.05	\$0.00	Second Omnibus Objection Docket Order 404
	224	Crystal Lake Partners, Inc.	\$96,447.62	\$96,447.62	No Objection
	207	Cumulus Media Inc. and subsidiaries	\$5,298.20	\$5,298.20	No Objection
854945		CURTIS RESPO	\$29,003.66	\$0.00	Second Omnibus Objection Docket Order 404
	98	Curtis Restaurant Supply	\$32,575.46	\$32,575.46	No Objection
		David F. Hokanson, Jr. and Nikki S.C. Hokanson	\$1,251,593.66	\$242,665.71	Second Omnibus Objection Docket Order 404
	86	Davidson Freedle Espenhover & Overby, P.C.	\$11,000.00	\$11,000.00	No Objection
	76	DAVIDSON, FREEDLE, ESPENHOVER & OVERBY,	\$11,000.00	\$0.00	Second Omnibus Objection Docket Order 404
854950					
854959		DIESEL DISPLAYS LLC	\$10,697.43	\$0.00	Second Omnibus Objection Docket Order 404
	89	Diesel Displays, LLC	\$79,467.00	\$79,467.00	Second Omnibus Objection Docket Order 404
	153	Dr Pepper/Seven Up, Inc.	\$168,330.15	\$0.00	Second Omnibus Objection Docket Order 404
854962		ECOLAB INC ECOSURE	\$11,875.00	\$0.00	Second Omnibus Objection Docket Order 404
	237	Ecolab Inc.	\$73,043.28	\$73,043.28	Second Omnibus Objection Docket Order 404
854963		ECOLAB PEST ELIMINATION	\$45,146.55	\$0.00	Second Omnibus Objection Docket Order 404
854964		ECOLAB, INC.	\$169.22	\$0.00	Second Omnibus Objection Docket Order 404
854968		FACEBOOK INC.	\$25,709.72	\$0.00	Second Omnibus Objection Docket Order 404
	100	Facebook, Inc.	\$39,996.68	\$39,996.68	No Objection
854969		FACILITEC SOUTHWEST	\$11,519.75	\$11,519.75	No Objection
	69	Facilitec Southwest dba HoodSpecialist			Second Omnibus Objection Docket Order 404
	33	FIX SYSTEMS	\$24,880.87	\$24,880.87	No Objection
854972		FIX SYSTEMS 908 AUDELIA	\$24,880.87	\$0.00	Second Omnibus Objection Docket Order 404
	85	Hix Corporation	\$4,381.74	\$4,381.74	No Objection
854993		Hix Corporation	\$4,202.09	\$0.00	Second Omnibus Objection Docket Order 404
854997		HUDSON ENERGY SERVICES	\$58,872.37	\$58,872.37	No Objection
	296	Hudson Energy Services, LLC			Second Omnibus Objection Docket Order 404
855003		INK LINK MARKETING LLC	\$31,336.25	\$31,336.25	No Objection
	99	IPFS Corporation	\$4,001.08	\$4,001.08	No Objection
855027		LAHMER AIR CONDITIONING & HEATING	\$31,733.38	\$0.00	Second Omnibus Objection Docket Order 404
	28	Lahmer Air Conditioning & Heating Service	\$31,733.38	\$31,733.38	No Objection
	231	Lanni, John Michael and Margaret Ellen	\$2,574,139.00	\$0.00	First Omnibus Objection Docket Order 394
	233	Lanni, John Michael and Margaret Ellen	\$355,899.22	\$355,899.22	No Objection
	247	Lanni, John Michael and Margaret Ellen	\$2,591,982.90	\$0.00	Second Omnibus Objection Docket Order 404
855028		LARK STEWART DBA EVALUATE THE PLATE	\$4,676.40	\$4,676.40	No Objection
	198	Level Lea Farm, a corporation	\$160,325.00	\$160,325.00	Second Omnibus Objection Docket Order 404
	155	Martin Brothers Property Management, L.L.C.	\$9,754.00	\$9,754.00	No Objection
	202	Martin Brothers Property Management, L.L.C.	\$45,000.00	\$45,000.00	No Objection
855106		MIRUS INFORMATION TECHNOLOGY SERVICE	\$4,704.00	\$4,704.00	No Objection
855108	151	MJJS, LLC	\$8,369.17	\$8,369.17	No Objection
	105	National Retail Properties, LP		\$0.00	First Omnibus Objection Docket Order 394
	181	National Retail Properties, LP	\$694,611.31	\$0.00	First Omnibus Objection Docket Order 394
	183	National Retail Properties, LP	\$694,611.31	\$694,611.31	Second Omnibus Objection Docket Order 404

855186	251	Oklahoma Gas and Electric Services	\$46,148.54	\$46,148.54	No Objection
	150	PASQUALETTI, FRANK, SR. AND PATRICIA			Second Omnibus Objection Docket Order 404
	158	PepsiCo Sales, Inc.	\$77,969.23	\$0.00	First Omnibus Objection Docket Order 394
	239	PepsiCo Sales, Inc.	\$1,558,123.15	\$1,000,000.00	No Objection
855195		PEPSI-COLA	\$251.00	\$251.00	No Objection
855199	204	Place 38 Lawton, LLC	\$17,600.00	\$17,600.00	No Objection
855203		PRO AIR INC.	\$6,013.82	\$0.00	Second Omnibus Objection Docket Order 404
	50	Pro Air, Inc.	\$8,039.05	\$0.00	First Omnibus Objection Docket Order 394
	180	Pro Air, Inc.	\$8,039.05	\$8,039.05	No Objection
	144	RITA NEVILLE LANDWEHR	\$70,071.32	\$70,071.32	No Objection
	102	Simon Roofing and Sheet Metal Corp	\$34,160.09	\$0.00	First Omnibus Objection Docket Order 394
	189	Simon Roofing and Sheet Metal Corp SIMON ROOFING AND SHEET METAL CORP.	\$24,691.82	\$24,691.82	No Objection
854709			\$12,169.45	\$0.00	Second Omnibus Objection Docket Order 404
	240	SOMERSET CAPITAL GROUP, LTD.	\$115,844.46	\$0.00	First Omnibus Objection Docket Order 394
	48	SS COMMERCIAL BUILDERS LLC	\$39,219.51	\$39,219.51	No Objection
854717		SS COMMERCIAL BUILDERS LLC	\$4,221.51	\$0.00	Second Omnibus Objection Docket Order 404
	160	Thomas Goodner Estate and Fallis A. Beall, dba Elk Plaza Shopping Center	\$1,488,260.00	\$236,439.00	Second Omnibus Objection Docket Order 404
854779		TM ADVERTISING LP	\$218,653.05	\$218,653.05	No Objection
854851		TRANSOURCE	\$2,924.67	\$2,924.67	No Objection
	235	TSCA-230, LLC	\$121,192.24	\$121,192.24	No Objection
	37	Tutt Corners, L.P.	\$355,463.50	\$0.00	First Omnibus Objection Docket Order 394
	80	Tutt Corners, L.P.	\$355,463.50	\$355,463.50	No Objection
	77	Tutt Corners, L.P.	\$2,280,974.99	\$177,731.75	No Objection
854857		UPLAND SOFTWARE INC.	\$13,431.60	\$0.00	Second Omnibus Objection Docket Order 404
	88	Upland Software, Inc.	\$13,431.60	\$0.00	First Amended Omnibus Objection Docket Order 398
	276	Upland Software, Inc. VALUATION RESEARCH CORPORATION	\$40,617.82	\$40,617.82	No Objection
854860			\$5,000.00	\$5,000.00	No Objection
854861		VELMER HEA	\$7,633.88	\$0.00	Second Omnibus Objection Docket Order 404
	84	Velmer Heating-Air Conditioning, Inc.	\$7,264.73	\$7,264.73	Second Omnibus Objection Docket Order 404
	201	Vera Cruz Properties, LP	\$123,961.61	\$123,961.61	Second Omnibus Objection Docket Order 404
	112	Wachs Capital Limited Partnership	\$103,328.83	\$103,328.83	No Objection
	115	WALKER PARTNERS LLC	\$1,623.75	\$1,623.75	No Objection
854863		WALKER PARTNERS LLC	\$1,623.75	\$0.00	Second Omnibus Objection Docket Order 404
854866	218	Weber Vista, L.P.	\$450,000.00	\$450,000.00	No Objection
		TOTAL	\$17,927,359.17	\$5,857,018.53	

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: TACO BUENO RESTAURANTS, INC., et al., Debtors.¹	§ § § § § §	CASE NO 18-33678 Chapter 11 (Jointly Administered)
--	----------------------------	---

**ORDER GRANTING PLAN ADMINISTRATOR’S MOTION TO APPROVE
CLAIMS REPORT AND AUTHORIZE RELATED DISTRIBUTIONS**

Came on for consideration the *Plan Administrator’s Motion to Approve Claims Report and Authorize Related Distribtuions* [Doc ____] (the “**Motion**”), filed by Province, Inc., in its capacity as Plan Administrator (the “**Plan Administrator**”) under the *Amended Joint Prepackaged Chapter 11 Plan of Reorganization* [Doc 219] (the “**Plan**”), as confirmed this Court in its *Findings of Fact, Conclusions of Law, and Order (I) Approving the Debtors’*

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158).

Plan of Reorganization [Doc 242] (the “**Confirmation Order**”). Finding that due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby²

ORDERED THAT:

The Motion is granted as set forth herein.

1. The Claims Report is hereby approved.
2. The Plan Administrator is authorized and directed to make distributions from the GUC Cash Pool in accordance with the Claims Report, the Plan and the Confirmation Order.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the interpretation and/or implementation of this Order.

IT IS SO ORDERED.

END OF ORDER

² All capitalized terms not otherwise defined herein shall have the same meaning as defined and used in the Motion.

ADP, INC.
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